

Hearing Date and Time: November 15, 2018 at 10:00 a.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>IN RE:</b>	*	<b>CHAPTER 11</b>
	*	
<b>SEARS HOLDINGS CORPORATION, et al.</b>	*	<b>CASE NO. 18-23538 (RDD)</b>
	*	
<b>Debtors.<sup>1</sup></b>	*	<b>Jointly Administered</b>

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**WITHDRAWAL OF LIMITED OBJECTIONS OF AUTOMOTIVE RENTALS, INC.  
AND ARI FLEET LT TO THE (1) MOTION FOR ENTRY OF ORDER APPROVING  
SHIP BIDDING PROCEDURES; (2) MOTION FOR APPROVAL OF GLOBAL  
BIDDING PROCEDURES; AND (3) MOTION FOR ENTRY OF AN ORDER  
AUTHORIZING AND ESTABLISHING PROCEDURES FOR DE MINIMIS ASSET  
SALES AND DE MINIMIS ASSET ABANDONMENTS FILED BY THE DEBTORS**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**To: THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:**

Automotive Rentals, Inc. and ARI Fleet LT (collectively “**ARI**”), hereby submit this withdrawal of the (a) Limited Objection to Motion of Debtors For Entry of Order (I)(A) Approving Bidding Procedures for Sale of Sears Home Improvement Business, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction For And Hearing To Approve Sale Of Sears Home Improvement Business; (D) Approving Form And Manner Of Notice Improvement Business, (E) Approving Assumption And Assignment Procedures, (II) Approving The Sale Of Sears Home Improvement Business In Accordance With The Stalking Horse Agreement, And (III) Granting Related Relief (the “**SHIP Bidding Motion Objection**,” ECF Doc. 544); (b) Limited Objection By Automotive Rentals, Inc. And ARI Fleet LT To Debtors’ Motion For Approval Of Global Bidding Procedures (the “**Global Bidding Motion Objection**,” ECF Doc. 545); and (c) Limited Objection To Debtors’ Motion For Entry Of Order Authorizing And Establishing Procedures For De Minimis Asset Sales And De Minimis Asset Abandonments (the “**De Minimis Procedures Objection**,” ECF Doc. 549) (and collectively with the SHIP Bidding Motion Objection and the Global Bidding Motion Objection, the “**Limited Objections**”), and provides notice that the Limited Objections have been resolved pending the entry of certain orders that include language agreed upon by ARI and the Debtors addressing the issues raised by ARI.

1. The Debtors filed a: (a) Motion For Entry of Order (I)(A) Approving Bidding Procedures for Sale of Sears Home Improvement Business, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction For And Hearing To Approve Sale Of Sears Home Improvement Business; (D) Approving Form And Manner Of Notice Improvement Business, (E) Approving Assumption And Assignment Procedures, (II) Approving The Sale Of Sears Home Improvement Business In Accordance With The Stalking Horse Agreement, And (III) Granting

Related Relief (the “**SHIP Bidding Motion**,” ECF Doc. 450); (b) Motion For Approval Of Global Bidding Procedures (the “**Global Bidding Motion**,” ECF Doc. 429); and (c) Motion For Entry Of Order Authorizing And Establishing Procedures For De Minimis Asset Sales And De Minimis Asset Abandonments (the “**De Minimis Procedures Motion**,” ECF Doc. 549), all of which are set for hearing on November 15, 2018 at 10:00 a.m.

2. Counsel for ARI and counsel for the Debtors have agreed to certain changes to the Debtors’ proposed orders related to the SHIP Bidding Motion, the Global Bidding Motion, and the De Minimis Procedures Motion that address the concerns raised by ARI in the Limited Objections.

3. To the extent that the agreed-upon changes to the proposed orders are included in the final orders entered on the SHIP Bidding Procedures Motion, the Global Bidding Procedures Motion, and the De Minimis Procedures Motion, ARI’s Limited Objections should be considered withdrawn.

Respectfully submitted, this 13th day of November, 2018.

MCGLINCHEY STAFFORD, PLLC

/s/ Richard A. Aguilar

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